

WATSON DOUGLAS G  
Form 4  
September 10, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WATSON DOUGLAS G

(Last) (First) (Middle)  
200 CONNELL DRIVE  
(Street)  
BERKELEY HEIGHTS, NJ 07922

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENTA INC DE/ [GETA]

3. Date of Earliest Transaction (Month/Day/Year)  
08/26/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/26/2009 <sup>(1)</sup>		A	695,658	A 2 695,858	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director's Stock option (right to buy)	\$ 4,116	08/26/2009		D	80	<u>(3)</u> 04/10/2012	Common Stock	80	
Director's Stock option (right to buy)	\$ 2,295	08/26/2009		D	67	<u>(3)</u> 06/20/2012	Common Stock	67	
Director's Stock option (right to buy)	\$ 2,058	08/26/2009		D	67	<u>(3)</u> 02/13/2013	Common Stock	67	
Director's Stock option (right to buy)	\$ 3,024	08/26/2009		D	67	<u>(3)</u> 03/19/2014	Common Stock	67	
Director's Stock option (right to buy)	\$ 345	08/26/2009		D	67	<u>(3)</u> 03/24/2015	Common Stock	67	
Director's Stock option (right to buy)	\$ 333	08/26/2009		D	17	<u>(3)</u> 06/23/2015	Common Stock	17	
Director's Stock option (right to	\$ 639	08/26/2009		D	67	<u>(3)</u> 04/05/2016	Common Stock	67	

buy)

Director's Stock option (right to buy)	\$ 483	08/26/2009	D	17	<u>(3)</u>	06/16/2016	Common Stock	17
Director's Stock option (right to buy)	\$ 90	08/26/2009	D	101	<u>(3)</u>	07/11/2017	Common Stock	1,101
Director's Stock Option	\$ 12.5	08/26/2009	D	101	<u>(3)</u>	10/06/2018	Common Stock	101

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON DOUGLAS G 200 CONNELL DRIVE BERKELEY HEIGHTS, NJ 07922	X			

## Signatures

/s/Douglas  
Watson

09/10/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On September 4, 2009, the Issuer filed Form S-8 for the Genta Incorporated 2009 Stock Incentive Plan, registering 83,478,929 shares of  
(1) Genta Incorporated Common Stock, par value \$0.001. The restricted stock units that were issued on August 26, 2009 vested on stockholder approval of the Genta Incorporated 2009 Stock Incentive Plan and were issued to the reporting person on September 8, 2009.

On August 26, 2009, the Issuer canceled, pursuant to the issuer's option exchange program (i) 80 options granted to the reporting person on April 10, 2012, (ii) 67 options granted on June 20, 2002, (iii) 67 options granted on February 13, 2003, (iv) 67 options granted on  
(2) March 19, 2004, (v) 67 options granted on March 24, 2005, (vi) 17 options granted on June 23, 2005, (vii) 67 options granted on April 5, 2006, (viii) 17 options granted on June 16, 2006, (ix) 101 options granted on July 11, 2007, and (x) 101 options granted on October 6, 2008

(3) The canceled options automatically vested on the date of grant. See (2) above for respective grant dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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